

Matrix Income & Growth 2 VCT plc

Company number: 3946235

Extraordinary General Meeting – 9 September 2010 (“EGM”)

The information below is provided in accordance with section 311A Companies Act 2006 for the forthcoming EGM and is correct to 13 August 2010:

Share capital information

Authorised share capital

Share class	Authorised share capital	Authorised shares
Ordinary Shares	£420,000	42,000,000 shares
C Shares	£420,000	42,000,000 shares
Total	£840,000	84,000,000 shares

Issued share capital

Share class	Issued share capital	Number of shares in issue	% of total share capital
Ordinary Shares	£112,593	11,259,333	39.36%
C Shares	£173,464	17,346,339	60.64%
Total	£286,057	28,605,672	100%

Voting information

Each shareholder has one vote on a show of hands, and on a poll one vote per share held, at a general meeting of the Company.

A duly and correctly appointed proxy may exercise the same voting rights as the appointing shareholder. If multiple proxies have been appointed, each proxy will have one vote on a show of hands in accordance with section 285 Companies Act 2006.

If a corporate shareholder has appointed a corporate representative, the corporate representative will have the same powers as the corporation could exercise if it were an individual member of the Company. If more than one corporate representative has been appointed, on a vote on a show of hands on a resolution, each representative will have the same voting rights as the corporation would be entitled to. If more than one authorised person seeks to exercise a power in respect of the same shares, if they purport to exercise the power in the same way, the power is treated as exercised; if they do not purport to exercise the power in the same way, the power is treated as not exercised.

Matters set out in the EGM Notice

The following matters are to be considered at the EGM:

Special resolutions

1. That, subject to the passing of the resolutions to be proposed at the separate meetings of the holders of ordinary shares of 1p each in the capital of the Company (“Ordinary Shares”) and the holders of C Shares of 1p each in the capital of the Company (“C Shares”) convened for 12.40 pm and 12.45 pm on 9 September 2010 respectively, on the Effective Date;

1.1 in respect of each holder of Ordinary Shares, such number of Ordinary Shares as is represented by X (rounded down to the nearest whole number) in the following formula, be and hereby are redesignated as C Shares in the capital of the Company, the balance being redesignated as deferred shares of 1p each in the capital of the Company (“Deferred Shares”) having the rights and restrictions set out in the articles of association as amended pursuant to paragraph 1.3 below:

$$X = N \times \left(\frac{O \text{ NAV}}{C \text{ NAV}} \right)$$

Where:

Effective Date is 10 September 2010;

N is the number of Ordinary Shares held as at close of business on 9 September 2010;

O NAV is the unaudited NAV of an Ordinary Share as at close of business on 9 September 2010; and

C NAV is the unaudited NAV of a C Share as at close of business on 9 September 2010;

1.2 each of the issued and unissued C Shares be and hereby is redesignated as an ordinary share of 1p in the capital of the Company (“New Ordinary Shares”) having the rights and restrictions set out in the articles of association as amended pursuant to paragraph 1.3 below;

1.3 the articles of association be and hereby are amended as follows:

1.3.1 by:

(i) article 2.2 being deleted and replaced with the following new article:

“Rights Attaching to Share Classes

Subject to the Statutes and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine (or, in the absence of any such determination or in so far as such ordinary resolution does not make specific provision, as the Board may determine).”; and

- (ii) the deletion of any and all other references to Ordinary Shares and C Shares as separate classes of the Company (including for the avoidance of doubt, provisions relating to the rights attaching to the Ordinary Shares and C Shares and the conversion of C Shares into Ordinary Shares); and

1.3.2 the insertion of the following as article 2A:

“2A Deferred Shares

2A.1 Notwithstanding the provisions of these Articles, the deferred shares of 1p each (“Deferred Shares”) shall:

2A.1.1 carry the right to receive a fixed cumulative preferential dividend from the revenue profits of the Company which are available for distribution and which the Directors determine to distribute by way of dividend in priority to any dividend payable on the ordinary shares at the rate of 1p per annum to be paid amongst the holders of Deferred Shares as a class but confer no other right to a dividend;

2A.1.2 not confer any right to receive notice of, or to attend or vote, at general meetings;

2A.1.3 on a winding up confer a preferential right to be paid out of the assets of the Company available for distribution an amount equal to 1p (in aggregate) in respect of all Deferred Shares then in issue prior to the surplus being distributed to the holders of other shares in the capital of the Company, but do not confer any other right to participate in any surplus assets of the Company; and

2A.1.4 be, in respect of those in issue at the relevant time, capable of being purchased by the Company at any time for an aggregate consideration of 1p (and for such purposes the Directors may authorise any person to execute on behalf of and as attorney for the holders of Deferred Shares an appropriate contract and may deliver it or them on their behalf) and each Deferred Share so purchased and then unissued shall thereafter be redesignated as a Share without any further resolution or consent.

- 2A.2 These Articles shall, following the purchase of Deferred Shares and the redesignation of Deferred Shares to Shares in accordance with Article 2A.1.4, be automatically amended to delete any references to such Deferred Shares.
- 2A.3 the Company shall not be obliged to:
- 2A.3.1 issue share certificates in respect of the Deferred Shares;
- 2A.3.2 give any prior notice to the holders of Deferred Shares that such shares are to be purchased in accordance with Article 2A.1.4; or
- 2A.3.3 account to any holder of Deferred Shares for the purchase monies in respect of such shares.”;
- 1.4 the Company, acting by its directors, be and hereby is authorised to enter into a contract to purchase all the issued Deferred Shares following the redesignation referred to in paragraph 1.1 above for an aggregate amount of 1p in accordance with the Articles (in the form tabled at the meeting and initialled by the Chairman for the purposes of identification and which as at the date of the meeting will have been on display at the Company’s registered office and available for inspection by members for not less than 15 days), such authority to expire 18 months from the date of the passing of this resolution and such unissued Deferred Shares so arising on the purchase then being redesignated as New Ordinary Shares in accordance with the Articles;
- 1.5 in substitution for all subsisting authorities to the extent unused, the directors of the Company be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (“the Act”) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company (“Rights”) up to an aggregate nominal amount of £66,836 during the period commencing on the passing of this resolution and expiring on the fifth anniversary of the date of the passing of this resolution (unless renewed, varied or revoked by the Company in a general meeting) but so that the authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require shares to be allotted or Rights to be granted after such expiry.
- 1.6 in addition to existing authorities, the directors be and hereby are empowered pursuant to Sections 570 and 573 of the Act to allot or make offers or agreements to allot equity securities (which expression shall have the meaning ascribed to it in Section 560(1) of the Act) for cash pursuant to the authority given pursuant to paragraph 1.5 of this resolution or by way of a sale of treasury shares, as if Section 561(1) of the Act did not apply to such allotment or sale, provided that the power provided by this paragraph 1.6 shall expire on the conclusion of the annual general

meeting of the Company to be held in 2011 and provided further that this power shall be limited to:

- 1.6.1 the allotment and issue of equity securities up to an aggregate nominal value representing £16,000 in connection with conditional performance warrants as set out in the agreement dated 10 May 2000 between the Company (1), Matrix Private Equity Limited (as assigned to Matrix Private Equity Partners LLP) (2), Michael Cumming and others (3) and Mark Burgess and Helen Sinclair (4);
- 1.6.2 the allotment and issue of equity securities up to an aggregate nominal value representing 10 per cent. of the issued share capital of the Company from time to time in connection with any dividend investment scheme operated by the Company; 13.8.2(2)
- 1.6.3 the allotment and issue of equity securities up to an aggregate nominal value representing 10 per cent. of the issued share capital of the Company from time to time, where the proceeds may in whole or part be used to purchase shares; and 13.7.1(1)(a)
- 1.7 in addition to existing authorities, the Company be and hereby is empowered to make one or more market purchases within the meaning of Section 693(4) of the Act of its own New Ordinary shares (either for cancellation or for the retention as treasury shares for future re-issue or transfer) provided that: 13.7.1(1)(c)
13.7.1(1)(e)
- 1.7.1 the aggregate number of New Ordinary Shares which may be purchased shall not exceed 5,009,353;
- 1.7.2 the minimum price which may be paid per New Ordinary Share is 1p, the nominal value thereof;
- 1.7.3 the maximum price which may be paid per New Ordinary Share is an amount equal to the higher of (i) 105 per cent. of the average of the middle market quotation per New Ordinary Share taken from the London Stock Exchange daily official list for the five business days immediately preceding the day on which such share is to be purchased; and (ii) the amount stipulated by Article 5(1) of the Buy Back and Stabilisation Regulation 2003;
- 1.7.4 the authority conferred by this paragraph 1.7 shall expire on the conclusion of the annual general meeting of the Company to be held in 2011 unless such authority is renewed prior to such time; and
- 1.7.5 the Company may make a contract to purchase shares under the authority conferred by this resolution prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of such shares.

- 2 That the amount standing to the credit of the share premium account of the Company, at the date an order is made confirming such cancellation by the court, be and hereby is cancelled.

13.8.4

Ordinary Resolution

- 3 The investment policy of the Company in respect of the uninvested funds be amended to provide that the Company's cash and liquid resources may be invested to maximise income returns in a range of instruments of varying maturities, subject to the overriding criterion that the risk of loss of capital be minimised.

The full notice of the EGM can be found in the Shareholder Circular dated 13 August 2010 on pages 24 – 27, available on the Company's website, www.mig2vct.co.uk.